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1 JAMES M. IRVIN
Chairman
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3 CARL J. KUNASEK
Commissioner
4 RENZ JENNINGS
Commissioner
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AZ CORP COMMISSION

Mar 4 2 43 PM '98

~~Arizona Corporation Commission~~

DOCKETED

DOCUMENT CONTROL

MAR 04 1998

DOCKETED BY

9 BEFORE THE ARIZONA CORPORATION COMMISSION

10 IN THE MATTER OF THE APPLICATION) DOCKET NO. W-03513A-98-0082
11 OF E&R WATER CO., INC. FOR) DOCKET NO. W-01576A-98-0082
12 APPROVAL OF THE SALE OF ASSETS)
13 AND/OR FOR TRANSFER OF THE)
14 CERTIFICATE OF CONVENIENCE AND)
NECESSITY)
_____)
15 STATE OF ARIZONA)
16) ss.
County of Maricopa)

17 I, Kevin D. Quigley, attorney for E&R Water Co., Inc., do
18 hereby certify that on February 6, 1998, Robert T. Hardcastle caused
19 to be provided a copy of the Notice attached hereto as Exhibit A and
20 incorporated hereby by reference for all purposes to all customers of
21 record within the requested area by having caused said notice to be
22 deposited in the United States Mail, First-Class Postage Prepaid.
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1 Also on that date, a copy of the Notice was published in a paper of
2 general circulation in Gila County, Arizona.

3 DATED this 3rd day of March, 1998.

4
5 By

Kevin D. Quigley
Kevin D. Quigley

6 Attorney for E&R Water Co., Inc.
7
8

9 SUBSCRIBED AND SWORN to before me this 3rd day of March,
10 1998, by Kevin D. Quigley.

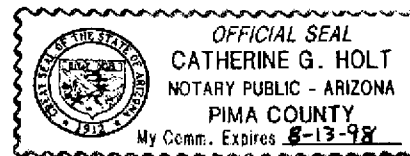
11 *Catherine D. Gould*

12 *Fka Catherine M Holt*

13 Notary Public

14 My Commission Expires:

15 August 13, 1998



22 ORIGINAL and ten copies of the
23 foregoing filed this 3rd day of
March, 1998, with:

24 Docket Control
25 Arizona Corporation Commission
26 1200 West Washington
Phoenix, Arizona 85007

27 *Catherine D. Gould*



The Payson Roundup

P.O. Box 2520, Payson, AZ 85547 • 708 N. Beeline Hwy.
(520) 474-5251 • Fax (520) 474-1893

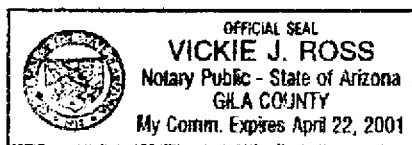
STATE OF ARIZONA
County of Gila

I, Jo Jensen, acknowledge that
the attached hereto was published in a newspaper of
general circulation at Payson, Arizona, County of
Gila on the following dates:

2-06-98

Jo Jensen Signed
On this 9 day of February, 1998.

Vickie J. Ross
Notary Public



NOTICE: This Affidavit of Publication serves as a legal document for advertising concerning Articles of Incorporation. Advertisers of these matters should forward this document to the Arizona Corporation Commission.

AFFIDAVIT OF PUBLICATION

PUBLIC NOTICE OF AN APPLICATION FOR SALE OF ASSETS AND TRANSFER OF THE CERTIFICATE OF CONVENIENCE AND NECESSITY BY E&R WATER CO., INC.

E&R Water Co., Inc. has filed with the Arizona Corporation Commission ("Commission") an application for authority to sell portions of its assets and transfer its Certificate of Convenience and Necessity to provide water service for the Strawberry Mobile Haven, Strawberry Ranch 2, Strawberry Ranch 5, Strawberry View 1, Strawberry View 3, Rimwoods, Homestead, and Walnut Glen water system to Strawberry Water Co., Inc. If the application is granted, Strawberry Water Co., Inc. will be the exclusive provider of water service to your area. Strawberry Water Co., Inc. operates under the jurisdiction of the Commission.

This application is one of several applications under which Brooke Utilities, Inc. and Brooke Water L.L.C. are reorganizing their structure based on geographic proximity of various water systems in the areas of (1) Circle City, (2) Navajo County, (3) Parker, (4) Payson, (5) Pine, (6) Strawberry, and (7) Tonto Basin. The reorganization will allow Brooke Utilities, Inc. and Brooke Water L.L.C. to more efficiently operate the water utilities and will result in benefits not only to the companies but to consumers as well.

Currently, the numerous water systems are owned and operated by many different water companies. Under the reorganization, seven water companies, based upon the above referenced geographic boundaries, will operate the various water systems that lie within the respective areas. Ownership, management, operations and service of these water systems will be unchanged from that of the current water companies. The consolidation and reorganization is occurring solely for the purpose of efficiency in management and operations. Rates and tariffs currently charged will be unchanged under the new organization.

If you have any claims against Williamson Waterworks, Inc., including claims for refunds of security deposits, service line and meter installations, or main extension agreements and you have not already been contacted by Williamson Waterworks, Inc., you must present your claim to Williamson Waterworks, Inc. on or before February 26, 1998. Direct your claim to either:

Robert T. Hardcastle
Brooke Utilities, Inc.
3101 State Rd.
Bakersfield, CA 93308
1-800-792-7665
Robert T. Hardcastle
Brooke Water L.L.C.

3101 State Rd.
Bakersfield, CA 93308
1-800-792-7665

The Commission will hold a hearing on this matter. As a property owner or customer you may have the right to intervene in the proceeding. If you do not want to intervene, you may appear at the hearing and make a statement on your own behalf. You may contact the Commission at the number listed below for the date and time of the hearing and for more information on intervention. You may not receive any further notice on the proceeding unless requested by you.

If you have any questions or concerns about this application, have objections to its approval, or wish to make a statement in support of it you may contact the Consumer Services Section of the Commission at:

Arizona Corporation
Commission
1200 West Washington St.
Phoenix, AZ 85007
1-800-222-7000
Code 5372: 2/6/98

DOCUMENT ON FILE

RECEIVED
AZ CORP COMMISSION
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